

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

April 28, 2009

VIA FEDERAL EXPRESS

RECORDATION NO.

27474-C  
FILED

APR 28 '09

-12 03 PM

SURFACE TRANSPORTATION BOARD

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 3 dated as of October 1, 2008, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated as of January 1, 2008, which was duly filed and recorded on April 23, 2008 and assigned Recordation Number 27474.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.  
500 Water Street J222  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is:

One hundred fifty (150) 66-foot mill gondola railcars bearing reporting marks and numbers CSXT 491600 through 491749, inclusive.

A short summary of the enclosed document to appear in the Board's Index is:

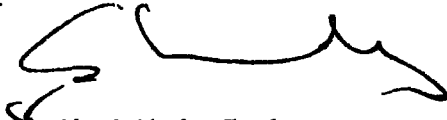
Memorandum of Lease Agreement for Schedule No. 3.

Ms. Anne K. Quinlan  
April 28, 2009  
Page 2

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read 'Sheri Clarke Grether', with a stylized flourish at the end.

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO.

27474-5

FILED

APR 28 '08

-12 05 PM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***CSX TRANSPORTATION, INC. ("LESSEE")***

***JANUARY 1, 2008***

***SCHEDULE NO. 3***

***OCTOBER 1, 2008***

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RECORDATION NO. 1000

APR 5 8 '08 -- 12 0 2 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease for Schedule No. 3 dated as of October 1, 2008 to a Lease Agreement made and entered into as of January 1, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

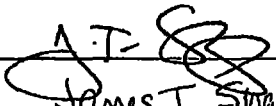
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) newly built 66-foot mill gondola cars with 286,000 lb. GRL and 6-foot sides, bearing reporting marks and numbers CSXT 491600 through 491749, inclusive.
2. Schedule No. 3 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Schedule No. 3, as the same may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.


LESSOR:

GREENBRIER LEASING COMPANY LLC

BY:   
NAME: JAMES T. SHARP  
TITLE: President

LESSEE:

CSX TRANSPORTATION, INC.

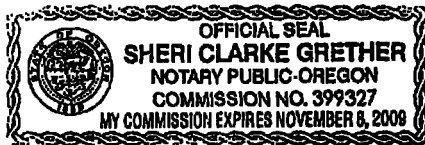
BY:   
NAME: CHRISTINE MASCHMEYER  
TITLE: MOBILE LEASING & TRAILING

STATE OF OREGON

COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 27<sup>th</sup> day of April, 2009, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: 11-8-2009

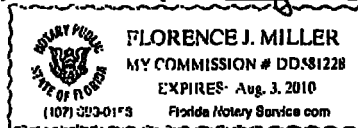
STATE OF FLORIDA

COUNTY OF DUVAL

)  
) ss.  
)

On this 24<sup>th</sup> day of April, 2009, before me personally appeared Christine Mastamatto, to me personally known, who being by me duly sworn, says that s/he is the Gen. Leasing & Treasury of CSX Transportation, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Florence J. Miller  
NOTARY PUBLIC  
My commission expires: Aug. 3, 2010



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/28/09



\_\_\_\_\_  
Robert W. Alvord